

----- DINWIDDIE MEMORIAL PARK, INC. -----

**CERTIFICATE OF RESOLUTION
AUTHORIZING COMMENCEMENT OF CASE**

I, Ronald D. Hess, as President of Dinwiddie Memorial Park, Inc., a Virginia Corporation, hereby certify that the following is a true and correct excerpt from action taken in writing on October 15, 2009 in lieu of a meeting, to-wit:

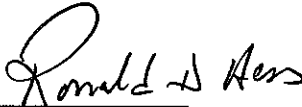
WHEREAS, it appearing from the information presented to the President that the company is eligible to file a petition under Chapter 11 of the United States Bankruptcy Code, and that, in the judgment of the President, it is desirable and in the best interests of the company and all of its stakeholders that the company file a voluntary petition for reorganization under Chapter 11,

NOW, THEREFORE, BE IT RESOLVED that the President of the company is authorized and directed, after consultation with counsel and on behalf of Dinwiddie Memorial Park, Inc., to prepare, execute, verify, and cause to be filed an appropriate petition for reorganization under Chapter 11 of the United States Bankruptcy Code in the Richmond Division of the United States Bankruptcy Court for the Eastern District of Virginia; and it is

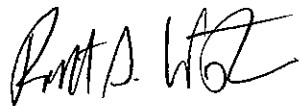
FURTHER RESOLVED that the President is authorized to retain and employ the law firm of Hirschler Fleischer, P.C. of Richmond, Virginia, at its customary hourly rates and charges as they now exist and as they may hereafter change, to advise and represent the company on all matters relating to or arising in the Chapter 11 proceeding, including, without limitation, the preparation and filing of the voluntary petition and all lists, schedules, pleadings, and other necessary documents; and it is

FURTHER RESOLVED that Ronald D. Hess is hereby designated as the company's official representative for appearances in the Chapter 11 proceeding, and the President is authorized to execute and cause to be filed such documents as are necessary to effectuate such designation; and it is

FURTHER RESOLVED that Ronald D. Hess is authorized to prepare, with the assistance of others where necessary, execute, and cause to be filed all schedules, lists, pleadings, and other papers, and to take any and all actions, which may be necessary or desirable in connection with the reorganization proceeding, including, without limitation, the retention of an outside accountant or accounting firm at its customary rates and charges for comparable services.

/s/Ronald D. Hess 
Ronald D. Hess, President

ATTEST:



/s/ Robert S. Westermann